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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Virgin Group Acquisition Sponsor II LLC</u> (Last) (First) (Middle) <u>C/O VIRGIN MANAGEMENT USA, INC.,</u> <u>65 BLEECKER STREET, 6TH FLOOR</u> (Street) <u>NEW YORK NY 10012</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Grove Collaborative Holdings, Inc. [GROV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								4,533,841 ⁽¹⁾⁽²⁾⁽³⁾	I	See footnote ⁽⁴⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants	\$0.05 ⁽²⁾							06/16/2022	06/16/2027	Class A Common Stock	775,005 ⁽¹⁾⁽²⁾⁽⁵⁾		775,005 ⁽²⁾⁽⁵⁾	I	See footnote ⁽⁴⁾
Warrants	\$57.5 ⁽²⁾							07/16/2022	06/16/2027	Class A Common Stock	1,340,000 ⁽¹⁾⁽²⁾⁽⁶⁾		1,340,000 ⁽²⁾⁽⁶⁾	I	See footnote ⁽⁴⁾

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1. Name and Address of Reporting Person *		
Corvina Holdings LTD		
(Last)	(First)	(Middle)
CRAIGMUIR CHAMBERS		
ROAD TOWN		
(Street)		
TORTOLA	D8	VG1110
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Virgin Group Holdings LTD		
(Last)	(First)	(Middle)
CRAIGMUIR CHAMBERS		
ROAD TOWN		
(Street)		
TORTOLA	D8	VG1110
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Branson Sir Richard		
(Last)	(First)	(Middle)
BRANSON VILLA		
NECKER BEACH ESTATE		
(Street)		
NECKER ISLAND	D8	VG1150
(City)	(State)	(Zip)

Explanation of Responses:

- On November 1, 2023, Vieco Investments Limited transferred all of its membership interests in Virgin Group Acquisition Sponsor II LLC ("Sponsor") to Corvina Holdings Limited ("Corvina") and accordingly ceased to be a Reporting Person. Subsequent to such transfer, on November 1, 2023, Sir Richard Branson transferred all of the ordinary shares of Virgin Group Holdings Limited ("VGHL") to BFT (PTC) Limited ("PTC"), in its capacity as trustee of trusts for the benefit of members of his family and related philanthropic causes. The aggregate beneficial ownership of the securities of the Issuer held by Sponsor and Corvina is unchanged as a result of these transactions.
- Reflects a 1-for-5 reverse stock split of the Issuer's common stock, effective after market close on June 5, 2023. Exercise price stated on a "per share" basis.
- Consists of (i) 1,994,500 shares of Class A Common Stock owned of record by Sponsor and (ii) 2,539,341 shares of Class A Common Stock owned of record by Corvina.
- Corvina is the sole managing member and manager of Sponsor and holds an economic interest therein. Corvina is wholly owned by VGHL. PTC, in its capacity as trustee of trusts for the benefit of members of Sir Richard Branson's family and related philanthropic causes, is the sole holder of voting shares of VGHL. Under the terms of the trusts, BFT CLG (PTC) Limited has certain consent rights with respect to the exercise by PTC of its control over VGHL. As a result, each of the foregoing entities may be deemed to share beneficial ownership of the shares held by Sponsor and Corvina. Sir Richard Branson indirectly has the ability to control the appointment and removal of the management of VGHL and, as such, he may be deemed to indirectly control the decisions of VGHL, regarding the voting and disposition of securities held by VGHL. Therefore, Sir Richard Branson may be deemed to have indirect beneficial ownership of the shares held by Sponsor and Corvina.
- Consists of 775,000 shares of Class A Common Stock underlying 3,875,028 warrants owned of record by Corvina.
- Consists of 1,340,000 shares of Class A Common Stock underlying 6,700,000 warrants owned of record by Sponsor.

Remarks:

Exhibit 24 - Power of Attorney

[VG Acquisition Sponsor II LLC,](#)
[By: James Cahillane, as attorney-](#) [11/03/2023](#)
[in-fact](#)
[Corvina Holdings Limited, By:](#) [11/03/2023](#)
[Harold Brunink, as attorney-in-fact](#)
[Virgin Group Holdings Limited,](#)
[By: Harold Brunink, as attorney-](#) [11/03/2023](#)
[in-fact](#)
[Sir Richard Branson, By: Harold](#)
[Brunink, as attorney-in-fact](#) [11/03/2023](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know by all these presents, that the undersigned hereby makes, constitutes and appoints each and any of James Cahillane and Harold Brunink, with full power of substitution and re-substitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. Sign any and all instruments, certificates and documents appropriate or required to be executed on behalf of the undersigned pursuant to Section 16 or Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority;
2. prepare, execute, acknowledge, deliver and file a Form ID (including any amendments or authentications thereto) with respect to obtaining EDGAR codes, with the SEC;
3. seek or obtain, as the representative of the undersigned and on behalf of the undersigned, information on transactions in the securities of any company whose securities are registered under the Exchange Act (each, a "Company"), from any third party, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and the undersigned approves and ratifies any such release of information; and
4. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable in connection with the foregoing, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and re-substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is any Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Exchange Act.

This Power of Attorney shall remain in full force and effect for a period of five (5) years from the date hereof or until earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of November, 2023.

VIRGIN GROUP ACQUISITION SPONSOR II LLC

By: Corvina Holdings Limited, its Manager

By: /s/ Kerry Leigh Graziola

Name: Kerry Leigh Graziola

Title: Alternate Director

[Signature Page to Power of Attorney]

POWER OF ATTORNEY

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2. prepare, execute, acknowledge, deliver and file a Form ID (including any amendments or authentications thereto) with respect to obtaining EDGAR codes, with the SEC;
3. seek or obtain, as the representative of the undersigned and on behalf of the undersigned, information on transactions in the securities of any company whose securities are registered under the Exchange Act (each, a "Company"), from any third party, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and the undersigned approves and ratifies any such release of information; and
4. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable in connection with the foregoing, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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CORVINA HOLDINGS LIMITED

By: /s/ Kerry Leigh Graziola

Name: Kerry Leigh Graziola

Title: Alternate Director

[Signature Page to Power of Attorney]

POWER OF ATTORNEY

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4. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable in connection with the foregoing, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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VIRGIN GROUP HOLDINGS LIMITED

By: /s/ Kerry Leigh Graziola

Name: Kerry Leigh Graziola

Title: Alternate Director

[Signature Page to Power of Attorney]

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SIR RICHARD BRANSON

By: /s/ Sir Richard Branson

Name: Sir Richard Branson

[Signature Page to Power of Attorney]